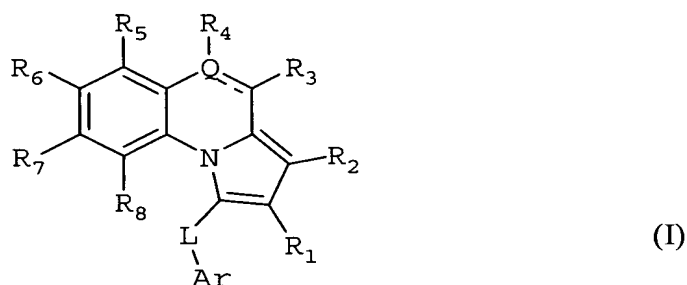


Amendments to the Claims

The listing of claims will replace all prior versions, and listings of claims in the application.

Claim 1 (currently amended): A method of treating ~~or ameliorating~~ a disorder responsive to the induction of apoptosis in an animal suffering therefrom, comprising administering to an animal in need of such treatment an effective amount of a compound of Formula I:



or a pharmaceutically acceptable salt or prodrug thereof, wherein:

L is C=O or CHOH;

Ar is optionally substituted and is aryl, heteroaryl, saturated carbocyclic, partially saturated ~~carbocyclic~~ carbocyclic, saturated heterocyclic, partially saturated heterocyclic, arylalkyl or heteroarylalkyl;

R₁-R₈ are independently hydrogen, halo, haloalkyl, aryl, optionally substituted fused aryl, optionally substituted fused heteroaryl, carbocyclic, a heterocyclic group, a heteroaryl group, C₁₋₁₀ alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, ~~carbocyclic~~ carbocycloalkyl, ~~heterocyclic~~ heterocycloalkyl, hydroxyalkyl, nitro, amino, cyano,

acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido, alkylthiol, alkylsulfonyl or alkylcarboxylate;

the dash line represents either a single bond or a double bond; and

Q is N or C, ~~with the proviso that when Q is N and the dash line represents a double bond, then R₄ is either O or none~~

wherein said prodrug is an ester of a carboxylic acid containing compound with a C₁₋₄ alcohol; an ester of hydroxy containing compound with a C₁₋₄ carboxylic acid, C₃₋₆ dioic acid or anhydride thereof; an imine of an amino containing compound with a C₁₋₄ aldehyde or ketone; a carbamate of amino containing compound; or an acetal or a ketal of an alcohol containing compound.

Claim 2 (original): The method of claim 1, wherein L is C=O.

Claim 3 (original): The method of claim 1, wherein Q is C and the dash line is a double bond.

Claim 4 (canceled).

Claim 5 (original): The method of claim 1, wherein R₂ is CN.

Claim 6 (original): The method of claim 1, wherein Ar is optionally substituted and is phenyl, naphthyl, pyridyl, quinolyl, isoquinolyl, thienyl, furyl, pyrrolyl, indolyl or cyclohexyl.

Claim 7 (original): The method of claim 6, wherein Ar is optionally substituted and is phenyl or pyridyl.

Claim 8 (currently amended): The method of claim 1, wherein each of R₁-R₈ is independently hydrogen, halo, haloalkyl, aryl, optionally substituted fused heteroaryl, carbocyclic, a heterocyclic group, a heteroaryl group, C₁₋₁₀ alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, ~~carbocyclealkyl~~ carbocycloalkyl, ~~heterocyclealkyl~~ heterocycloalkyl, hydroxyalkyl, nitro, amino, cyano, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido, alkylthiol, alkylsulfonyl or alkylcarboxylate.

Claim 9 (original): The method of claim 1, wherein said compound is selected from the group consisting of:

3-Cyano-1-[hydroxy-(4-methoxyphenyl)-methyl]-pyrrolo[1,2-a]quinoline;

3-Cyano-1-[hydroxy-(4-imidazol-1-yl-phenyl)-methyl]-
pyrrolo[1,2-a]quinoline;

3-Cyano-1-[imidazol-1-yl-(4-imidazol-1-yl-phenyl)-methyl]-pyrrolo[1,2-a]quinoline;

3-Cyano-1-(hydroxy-phenyl-methyl)-pyrrolo[1,2-a]quinoline;

3-Cyano-1-[hydroxy-(4-fluorophenyl)-methyl]-pyrrolo[1,2-a]quinoline;

3-Cyano-1-(hydroxy-phenyl-methyl)-8-methyl-pyrrolo[1,2-a]quinoline;

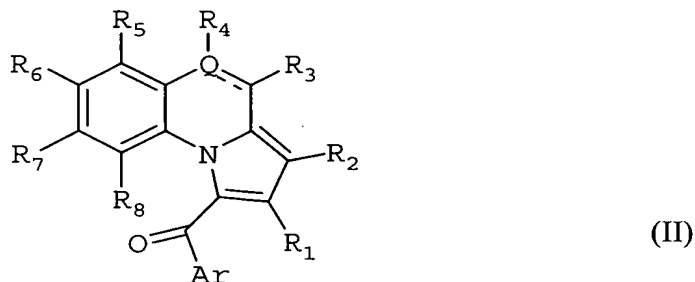
6-Chloro-3-cyano-1-(hydroxy-phenyl-methyl)-pyrrolo[1,2-a]quinoline;

and

3-Cyano-1-[hydroxy-(4-pyrazol-1-yl-phenyl)-methyl]-
pyrrolo[1,2-a]quinoline;

or a pharmaceutically acceptable salt or prodrug thereof.

Claim 10 (original): The method of claim 1, wherein said compound has the
Formula II:



or a pharmaceutically acceptable salt or prodrug thereof.

Claim 11 (currently amended): The method of claim 10, wherein ~~Q is C and the~~
dash line is a double bond.

Claim 12 (canceled).

Claim 13 (original): The method of claim 10, wherein R₂ is CN.

Claim 14 (original): The method of claim 10, wherein Ar is optionally substituted and is phenyl, naphthyl, pyridyl, quinolyl, isoquinolyl, thienyl, furyl, pyrrolyl, indolyl or cyclohexyl.

Claim 15 (original): The method of claim 14, wherein Ar is optionally substituted and is phenyl or pyridyl.

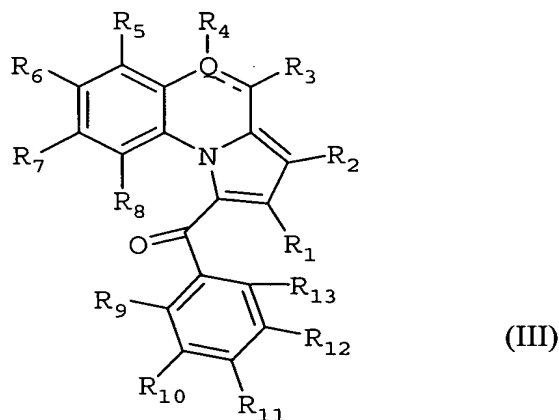
Claim 16 (currently amended): The method of claim 10, wherein each of R₁-R₈ is independently hydrogen, halo, haloalkyl, aryl, optionally substituted fused heteroaryl, carbocyclic, a heterocyclic group, a heteroaryl group, C₁₋₁₀ alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, ~~carbocyclealkyl~~ carbocycloalkyl, ~~heterocyclealkyl~~ heterocycloalkyl, hydroxyalkyl, nitro, amino, cyano, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido, alkylthiol, alkylsulfonyl or alkylcarboxylate.

Claim 17 (original): The method of claim 10, wherein said compound is selected from the group consisting of:

- 1-Benzoyl-3-cyano-6,7,8,9-tetrahydro-pyrrolo[1,2-*a*]quinoline;
 - 3-Cyano-1-(pyridine-2-carbonyl)-pyrrolo[1,2-*a*]quinoline;
 - 3-Cyano-1-(pyridine-3-carbonyl)-pyrrolo[1,2-*a*]quinoline;
 - 3-Cyano-1-cyclopropanecarbonyl-pyrrolo[1,2-*a*]quinoline; and
 - 3-Cyano-1-(morpholine-4-carbonyl)-pyrrolo[1,2-*a*]quinoline;
- or a pharmaceutically acceptable salt or prodrug thereof.

Claim 18 (original): The method of claim 10, wherein said compound has the

Formula III:



or a pharmaceutically acceptable salt or prodrug thereof, wherein:

R₉-R₁₃ are independently hydrogen, halo, C₁-C₆ haloalkyl, C₆-C₁₀ aryl, heteroaryl, C₄-C₇ cycloalkyl, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₆-C₁₀ aryl(C₁-C₆)alkyl, C₆-C₁₀ aryl(C₂-C₆)alkenyl, C₆-C₁₀ aryl(C₂-C₆)alkynyl, C₁-C₆ hydroxyalkyl, nitro, amino, ureido, cyano, C₁-C₆ acylamino, hydroxy, thiol, C₁-C₆ acyloxy, azido, C₁-C₆ alkoxy, carboxy, (C₁-C₆)alkylsulfonyl or (C₁-C₆)alkylcarboxylate.

Claim 19 (currently amended): The method of claim 18, wherein Q is ~~C~~ and the dash line is a double bond.

Claim 20 (original): The method of claim 18, wherein R₂ is CN.

Claim 21 (currently amended): The method of claim 18, wherein said compound is selected from the group consisting of:

1-Benzoyl-3-cyano-pyrrolo[1,2-*a*]quinoline;
1-(4-Methyl-benzoyl)-3-(1-oxo-ethyl)-pyrrolo[1,2-*a*]quinoline;
3-(Ethyl carboxylate)-1-(4-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-(Ethyl carboxylate)-1-(3-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(3-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoline;
1-(3-Bromo-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-methyl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
1-(4-Chloro-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-fluoro-benzoyl)-pyrrolo[1,2-*a*]quinoline;
1-(4-Bromo-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-3-cyano-7-methyl-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-3-cyano-5-methyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-nitro-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-pyrrolidin-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
1-(4-Amino-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-imidazol-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(methyl carboxylate)benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-diethylmino-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-methanesulfonyl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(4-pyridin-2-yl-piperazin-1-yl)-benzoyl]-
pyrrolo[1,2-*a*]quinoline;

3-Cyano-1-[4-(2-morpholin-4-yl-ethylamino)-benzoyl]-
pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-morpholin-4-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(4-methyl-piperazin-1-yl)-benzoyl]-
pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-3-cyano-8-methyl-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-6-chloro-3-cyano-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-4-bromo-3-cyano-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-7-chloro-3-cyano-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-pyrazol-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-3-cyano-4-methyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-fluoro-benzoyl)-8-methyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-imidazol-1-yl-benzoyl)-8-methyl-pyrrolo[1,2-*a*]quinoline;
6-Chloro-3-cyano-1-(4-fluoro-benzoyl)-pyrrolo[1,2-*a*]quinoline;
6-Chloro-3-cyano-1-(4-imidazol-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-piperazin-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline; and
3-Cyano-1-[4-(3-dimethylamino-propylamino)-benzoyl]-
pyrrolo[1,2-*a*]quinoline;
~~3-Cyano-1-(4-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoxaline; and~~
~~3-Cyano-4,5-dihydro-1-(4-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoxaline;~~
or a pharmaceutically acceptable salt or prodrug thereof.

Claim 22 (currently amended): The method of claim 18, wherein said compound is selected from the group consisting of

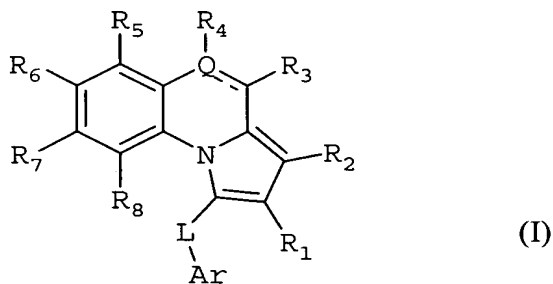
- 3-Cyano-1-(3-hydroxy-benzoyl)-pyrrolo[1,2-a]quinoline;
- 3-Cyano-1-[3-(2-morpholin-4-yl-ethoxy)benzoyl]-pyrrolo[1,2-a]quinoline;
- 3-Cyano-1-[3-(2-dimethylamino-ethoxy)benzoyl]-pyrrolo[1,2-a]quinoline;
- 3-Cyano-1-[3-(carboxymethoxy)benzoyl]-pyrrolo[1,2-a]quinoline;
- 3-Cyano-1-[3-(2-hydroxyethoxy)benzoyl]-pyrrolo[1,2-a]quinoline;
- 3-Cyano-1-[2-(dimethylaminomethyl)benzoyl]-pyrrolo[1,2-a]quinoline;
- 3-Cyano-1-[4-(dimethylaminomethyl)benzoyl]-pyrrolo[1,2-a]quinoline;
- 3-Cyano-1-[4-(morpholin-4-ylmethyl)benzoyl]-pyrrolo[1,2-a]quinoline;
- 3-Cyano-1-[4-(4-methylpiperazin-1-ylmethyl)benzoyl]-pyrrolo[1,2-a]quinoline;
- 3-Cyano-1-[4-(imidazol-1-ylmethyl)benzoyl]-pyrrolo[1,2-a]quinoline;
- 3-Cyano-1-(4-fluoro-benzoyl)-8-dimethylaminomethyl-pyrrolo[1,2-a]quinoline;
- 3-Cyano-1-(4-dimethylamino-benzoyl)-pyrrolo[1,2-a]quinoline;
- 1-Benzoyl-3-cyano-6-nitro-pyrrolo[1,2-a]quinoline;
- 1-Benzoyl-3-cyano-6-hydroxy-pyrrolo[1,2-a]quinoline;
- 1-Benzoyl-3-cyano-8-hydroxy-pyrrolo[1,2- α]quinoline;
- 1-Benzoyl-3-cyano-6-(2-morpholin-4-yl-ethoxy)-pyrrolo[1,2-a]quinoline;
- 1-Benzoyl-3-cyano-6-(2-dimethylamino-ethoxy)-pyrrolo[1,2-a]quinoline;

1-Benzoyl-3-cyano-8-(2-morpholin-4-yl-ethoxy)-pyrrolo[1,2-a]quinoline;
1-Benzoyl-3-cyano-8-(2-dimethylamino-ethoxy)-pyrrolo[1,2-a]quinoline;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid *N*-
hydroxysuccinimidyl ester;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-
hydroxy-ethyl)-amide;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-
morpholin-4-yl-ethyl)-amide;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid
hydroxy-amide;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-
amino-ethyl)-amide;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (3-
dimethylamino-propyl)-amide;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid {2-[2-
(2-amino-ethoxy)-ethoxy-]-ethyl}-amide;
1-(3-Methoxy-benzoyl)-3-(4-methyl-piperazine-1-carbonyl)-pyrrolo[1,2-
a]quinoline;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-
piperazin-1-yl-ethyl)-amide;
3-Cyano-1-(2-fluoro-benzoyl)-pyrrolo[1,2-a]quinoline;
3-Cyano-1-(2-methylbenzoyl)-pyrrolo[1,2-a]quinoline;

3-Cyano-1-(4-acetamido-3-nitro-benzoyl)-pyrrolo[1,2-a]quinoline;
~~3-Cyano-1-(4-fluoro-benzoyl)-pyrrolo[1,2-a]quinoxaline;~~
 3-Cyano-1-(2-imidazol-1-yl-benzoyl)-pyrrolo[1,2-a]quinoline;
 3-Cyano-1-(2-morpholine-1-yl-benzoyl)-pyrrolo[1,2-a]quinoline; and
 3-Cyano-1-(4-carboxy-benzoyl)-pyrrolo[1,2-a]quinoline;
 or a pharmaceutically acceptable salt or prodrug thereof.

Claim 23-26 (canceled).

Claim 27 (currently amended): A method for treating ~~or ameliorating~~ cancer, comprising administering to an animal in need of such treatment an effective amount of a compound of Formula I:



or a pharmaceutically acceptable salt or prodrug thereof, wherein:

L is C=O or CHOH;

Ar is optionally substituted and is aryl, heteroaryl, saturated carbocyclic, partially saturated ~~carbocyclic~~ carbocyclic, saturated heterocyclic, partially saturated heterocyclic, arylalkyl, or heteroarylalkyl;

R₁-R₈ are independently hydrogen, halo, haloalkyl, aryl, optionally substituted fused aryl, optionally substituted fused heteroaryl, carbocyclic, a heterocyclic group, a heteroaryl group, C₁₋₁₀ alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, ~~carbocycloalkyl~~ carbocycloalkyl, ~~heterocycloalkyl~~ heterocycloalkyl, hydroxyalkyl, nitro, amino, cyano, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido, alkylthiol, alkylsulfonyl or alkylcarboxylate;

the dash line represents either a single bond or a double bond; and

Q is N or C, ~~with the proviso that when Q is N and the dash line represents a double bond, then R₄ is either O or none~~

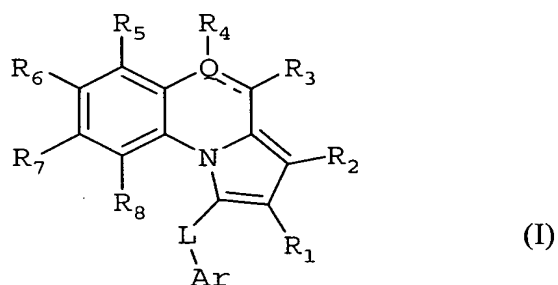
wherein said prodrug is an ester of a carboxylic acid containing compound with a C₁₋₄ alcohol; an ester of hydroxy containing compound with a C₁₋₄ carboxylic acid, C₃₋₆ dioic acid or anhydride thereof; an imine of an amino containing compound with a C₁₋₄ aldehyde or ketone; a carbamate of amino containing compound; or an acetal or a ketal of an alcohol containing compound.

Claim 28 (original): The method of claim 27, wherein said animal is a mammal.

Claim 29 (original): The method of claim 27, wherein said cancer is selected from the group consisting of Hodgkin's disease, non-Hodgkin's lymphoma, acute lymphocytic leukemia, chronic lymphocytic leukemia, multiple myeloma, neuroblastoma, breast carcinoma, ovarian carcinoma, lung carcinoma, Wilms' tumor, cervical carcinoma, testicular carcinoma, soft-tissue sarcoma, primary

macroglobulinemia, bladder carcinoma, chronic granulocytic leukemia, primary brain carcinoma, malignant melanoma, small-cell lung carcinoma, stomach carcinoma, colon carcinoma, malignant pancreatic insulinoma, malignant carcinoid carcinoma, choriocarcinomas, mycosis fungoides, head or neck carcinoma, osteogenic sarcoma, pancreatic carcinoma, acute granulocytic leukemia, hairy cell leukemia, neuroblastoma, rhabdomyosarcoma, Kaposi's sarcoma, genitourinary carcinoma, thyroid carcinoma, esophageal carcinoma, malignant hypercalcemia, cervical hyperplasia, renal cell carcinoma, endometrial carcinoma, polycythemia vera, essential thrombocytosis, adrenal cortex carcinoma, skin cancer and prostatic carcinoma.

Claim 30 (currently amended): A method for the treatment ~~or amelioration~~ of drug-resistant cancer, comprising administering to an animal in need of such treatment ~~or amelioration~~ an effective amount of a compound of the Formula I:



or a pharmaceutically acceptable salt or prodrug thereof, wherein:

L is C=O or CHOH;

Ar is optionally substituted and is aryl, heteroaryl, saturated carbocyclic, partially saturated carbocyclic, saturated heterocyclic, partially saturated heterocyclic, arylalkyl, or heteroarylalkyl;

R₁-R₈ are independently hydrogen, halo, haloalkyl, aryl, optionally substituted fused aryl, optionally substituted fused heteroaryl, carbocyclic, a heterocyclic group, a heteroaryl group, C₁₋₁₀ alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, amino, cyano, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido, alkylthiol, alkylsulfonyl or alkylcarboxylate;

the dash line represents either a single bond or a double bond; and

Q is N or C, with the proviso that when Q is N and the dash line represents a double bond, then R₄ is either O or none

wherein said prodrug is an ester of a carboxylic acid containing compound with a C₁₋₄ alcohol; an ester of hydroxy containing compound with a C₁₋₄ carboxylic acid, C₃₋₆ dioic acid or anhydride thereof; an imine of an amino containing compound with a C₁₋₄ aldehyde or ketone; a carbamate of amino containing compound; or an acetal or a ketal of an alcohol containing compound.

Claim 31 (original): The method of claim 30, wherein said animal is a mammal.

Claim 32 (original): The method of claim 27 or 30, additionally comprising administering at least one known cancer chemotherapeutic agent, or a pharmaceutically acceptable salt of said agent.

Claim 33 (original): The method of claim 27 or 30, wherein said compound is administered together with at least one compound selected from the group consisting of busulfan, cis-platin, mitomycin C, carboplatin, colchicine, vinblastine, paclitaxel, docetaxel, camptothecin, topotecan, doxorubicin, etoposide, 5-azacytidine, 5-fluorouracil, methotrexate, 5-fluoro-2'-deoxy-uridine, ara-C, hydroxyurea, thioguanine, melphalan, chlorambucil, cyclophosphamide, ifosfamide, vincristine, mitoguazone, epirubicin, aclarubicin, bleomycin, mitoxantrone, elliptinium, fludarabine, octreotide, retinoic acid, tamoxifen, Herceptin[®], Rituxan[®], arsenic trioxide, gemcitabine, doxazosin, terazosin, tamsulosin, CB-64D, CB-184, haloperidol, lovastatin, simvastatin, pravastatin, fluvastatin, atorvastatin, cerivastatin, amprenavir, abacavir, CGP-73547, CGP-61755, DMP-450, indinavir, nelfinavir, tipranavir, ritonavir, saquinavir, ABT-378, AG 1776, BMS-232,632, bexarotene, tretinoin, 13-cis-retinoic acid, 9-cis-retinoic acid, α -difluoromethylornithine, ILX23-7553, fenretinide, N-4-carboxyphenyl retinamide, lactacystin, MG-132, PS-341, Gleevec[®], ZD1839 (Iressa), SH268, genistein, CEP2563, SU6668, SU11248, EMD121974, R115777, SCH66336, L-778,123, BAL9611, TAN-1813, flavopiridol, UCN-01, roscovitine, olomoucine, celecoxib, valecoxib, rofecoxib and alanosine.

Claim 34 (original): The method of claim 27 or 30, additionally comprising treating said animal with radiation-therapy.

Claim 35 (original): The method of claim 1, wherein said disorder is rheumatoid arthritis.

Claim 36 (original): The method of claim 1, wherein said disorder is inflammation.

Claim 37 (original): The method of claim 1, wherein said disorder is ~~inflammatory~~ inflammatory bowel disease.

Claim 38 (original): The method of claim 1, wherein said disorder is Crohn's disease.

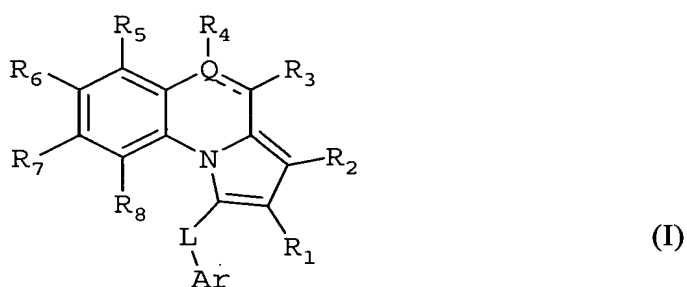
Claim 39 (original): The method of claim 1, wherein said disorder is ulcerative colitis.

Claim 40 (original): The method of claim 1, wherein said disorder is a skin disease.

Claim 41 (original): The method of claim 40, wherein said disorder is psoriasis.

Claim 42 (original): The method according to claim 1, wherein said disorder is an infectious viral disease.

Claim 43 (currently amended): A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of Formula I:



or a pharmaceutically acceptable salt or prodrug thereof, wherein:

L is C=O or CHOH;

Ar is optionally substituted and is aryl, heteroaryl, saturated carbocyclic, partially saturated carbocyclic, saturated heterocyclic, partially saturated heterocyclic, arylalkyl, or heteroarylalkyl;

R₁-R₈ are independently hydrogen, halo, haloalkyl, aryl, optionally substituted fused aryl, optionally substituted fused heteroaryl, carbocyclic, a heterocyclic group, a heteroaryl group, C₁₋₁₀ alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, ~~carbocyclealkyl~~ carbocycloalkyl, ~~heterocyclealkyl~~ heterocycloalkyl, hydroxyalkyl, nitro, amino, cyano, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido, alkylthiol, alkylsulfonyl or alkylcarboxylate;

the dash line represents either a single bond or a double bond; and

Q is N or C, ~~with the proviso that when Q is N and the dash line represents a double bond, then R₄ is either O or none.~~

Claim 44 (currently amended): The pharmaceutical composition of claim 43, wherein said compound is selected from the group consisting of:

1-Benzoyl-3-cyano-pyrrolo[1,2-*a*]quinoline;
1-(4-Methyl-benzoyl)-3-(1-oxo-ethyl)-pyrrolo[1,2-*a*]quinoline;
3-(Ethyl carboxylate)-1-(4-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoline;
1-(3-Methoxy-benzoyl)-3-(ethyl carboxylate)-pyrrolo[1,2-*a*]quinoline;
~~1-Benzoyl-3-(ethylcarboxylate)-11,11c-diaza-cyclopenta[*c*]phenan-~~

~~threne;~~

3-Cyano-1-(3-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoline;
1-(3-Bromo-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-methyl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
1-(4-Chloro-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-fluoro-benzoyl)-pyrrolo[1,2-*a*]quinoline;
1-(4-Bromo-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-3-cyano-7-methyl-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-3-cyano-5-methyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-nitro-benzoyl)-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-3-cyano-6,7,8,9-tetrahydro-pyrrolo[1,2-*a*]quinoline;

3-Cyano-1-(pyridine-2-carbonyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(pyridine-3-carbonyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-pyrrolidin-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[hydroxy-(4-methoxyphenyl)-methyl]-
pyrrolo[1,2-*a*]quinoline;
1-(4-Amino-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-imidazol-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-cyclopropanecarbonyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(methyl carboxylate)benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-diethylmino-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-methanesulfonyl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[hydroxy-(4-imidazol-1-yl-phenyl)-methyl]-
pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[imidazol-1-yl-(4-imidazol-1-yl-phenyl)-methyl]-pyrrolo[1,2-
a]quinoline;
3-Cyano-1-[4-(4-pyridin-2-yl-piperazin-1-yl)-benzoyl]-
pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(2-morpholin-4-yl-ethylamino)-benzoyl]-
pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-morpholin-4-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(4-methyl-piperazin-1-yl)-benzoyl]-
pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-3-cyano-8-methyl-pyrrolo[1,2-*a*]quinoline;

1-Benzoyl-6-chloro-3-cyano-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-4-bromo-3-cyano-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-7-chloro-3-cyano-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(morpholine-4-carbonyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-pyrazol-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-3-cyano-4-methyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-fluoro-benzoyl)-8-methyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-imidazol-1-yl-benzoyl)-8-methyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(hydroxy-phenyl-methyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[hydroxy-(4-fluorophenyl)-methyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(hydroxy-phenyl-methyl)-8-methyl-pyrrolo[1,2-*a*]quinoline;
6-Chloro-3-cyano-1-(hydroxy-phenyl-methyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[hydroxy-(4-pyrazol-1-yl-phenyl)-methyl]-
pyrrolo[1,2-*a*]quinoline;
6-Chloro-3-cyano-1-(4-fluoro-benzoyl)-pyrrolo[1,2-*a*]quinoline;
6-Chloro-3-cyano-1-(4-imidazol-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-piperazin-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(3-dimethylamino-propylamino)-benzoyl]-
pyrrolo[1,2-*a*]quinoline;
~~3-Cyano-1-(4-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoxaline;~~
~~3-Cyano-4,5-dihydro-1-(4-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoxaline;~~
3-Cyano-1-(3-hydroxy-benzoyl)-pyrrolo[1,2-*a*]quinoline;

3-Cyano-1-[3-(2-morpholin-4-yl-ethoxy)benzoyl]-pyrrolo[1,2-a]quinoline;

3-Cyano-1-[3-(2-dimethylamino-ethoxy)benzoyl]-pyrrolo[1,2-a]quinoline;

3-Cyano-1-[3-(carboxymethoxy)benzoyl]-pyrrolo[1,2-a]quinoline;

3-Cyano-1-[3-(2-hydroxyethoxy)benzoyl]-pyrrolo[1,2-a]quinoline;

3-Cyano-1-[2-(dimethylaminomethyl)benzoyl]-pyrrolo[1,2-a]quinoline;

3-Cyano-1-[4-(dimethylaminomethyl)benzoyl]-pyrrolo[1,2-a]quinoline;

3-Cyano-1-[4-(morpholin-4-ylmethyl)benzoyl]-pyrrolo[1,2-a]quinoline;

3-Cyano-1-[4-(4-methylpiperazin-1-ylmethyl)benzoyl]-pyrrolo[1,2-a]quinoline;

3-Cyano-1-[4-(imidazol-1-ylmethyl)benzoyl]-pyrrolo[1,2-a]quinoline;

3-Cyano-1-(4-fluoro-benzoyl)-8-dimethylaminomethyl-pyrrolo[1,2-a]quinoline;

3-Cyano-1-(4-dimethylamino-benzoyl)-pyrrolo[1,2-a]quinoline;

1-Benzoyl-3-cyano-6-nitro-pyrrolo[1,2-a]quinoline;

1-Benzoyl-3-cyano-6-hydroxy-pyrrolo[1,2-a]quinoline;

1-Benzoyl-3-cyano-8-hydroxy-pyrrolo[1,2- α]quinoline;

1-Benzoyl-3-cyano-6-(2-morpholin-4-yl-ethoxy)-pyrrolo[1,2-a]quinoline;

1-Benzoyl-3-cyano-6-(2-dimethylamino-ethoxy)-pyrrolo[1,2-a]quinoline;

1-Benzoyl-3-cyano-8-(2-morpholin-4-yl-ethoxy)-pyrrolo[1,2-a]quinoline;

1-Benzoyl-3-cyano-8-(2-dimethylamino-ethoxy)-pyrrolo[1,2-a]quinoline;

1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid;

1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid *N*-hydroxysuccinimidyl ester;

1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-hydroxy-ethyl)-amide;

1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-morpholin-4-yl-ethyl)-amide;

1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid hydroxy-amide;

1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-amino-ethyl)-amide;

1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (3-dimethylamino-propyl)-amide;

1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid {2-[2-(2-amino-ethoxy)-ethoxy-]-ethyl}-amide;

1-(3-Methoxy-benzoyl)-3-(4-methyl-piperazine-1-carbonyl)-pyrrolo[1,2-a]quinoline;

1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-piperazin-1-yl-ethyl)-amide;

3-Cyano-1-(2-fluoro-benzoyl)-pyrrolo[1,2-a]quinoline;

3-Cyano-1-(2-methylbenzoyl)-pyrrolo[1,2-a]quinoline;

3-Cyano-1-(4-acetamido-3-nitro-benzoyl)-pyrrolo[1,2-a]quinoline;

~~3-Cyano-1-(4-fluoro-benzoyl)-pyrrolo[1,2-a]quinexaline;~~

3-Cyano-1-(2-imidazol-1-yl-benzoyl)-pyrrolo[1,2-a]quinoline;

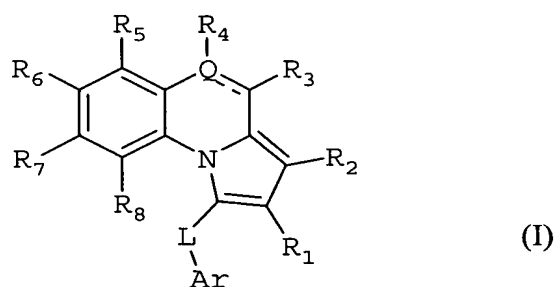
3-Cyano-1-(2-morpholine-1-yl-benzoyl)-pyrrolo[1,2-a]quinoline; and
3-Cyano-1-(4-carboxy-benzoyl)-pyrrolo[1,2-a]quinoline;
or a pharmaceutically acceptable salt or prodrug thereof.

Claim 45 (original): The pharmaceutical composition of claim 43, additionally comprising at least one known cancer chemotherapeutic agent, or a pharmaceutically acceptable salt of said agent.

Claim 46 (original): The pharmaceutical composition of claim 45, wherein said known cancer therapeutic agent is selected from the group consisting of busulfan, cis-platin, mitomycin C, carboplatin, colchicine, vinblastine, paclitaxel, docetaxel, camptothecin, topotecan, doxorubicin, etoposide, 5-azacytidine, 5-fluorouracil, methotrexate, 5-fluoro-2'-deoxy-uridine, ara-C, hydroxyurea, thioguanine, melphalan, chlorambucil, cyclophosphamide, ifosfamide, vincristine, mitoguazone, epirubicin, aclarubicin, bleomycin, mitoxantrone, elliptinium, fludarabine, octreotide, retinoic acid, tamoxifen, Herceptin®, Rituxan®, arsenic trioxide, gemcitabine, doxazosin, terazosin, tamsulosin, CB-64D, CB-184, haloperidol, lovastatin, simvastatin, pravastatin, fluvastatin, atorvastatin, cerivastatin, amprenavir, abacavir, CGP-73547, CGP-61755, DMP-450, indinavir, nelfinavir, tipranavir, ritonavir, saquinavir, ABT-378, AG 1776, BMS-232,632, bexarotene, tretinoin, 13-cis-retinoic acid, 9-cis-retinoic acid, α -difluoromethylornithine, ILX23-7553, fenretinide, N-4-carboxyphenyl retinamide, lactacystin, MG-132, PS-341, Gleevec®, ZD1839 (Iressa), SH268, genistein, CEP2563, SU6668, SU11248, EMD121974, R115777, SCH66336, L-778,123, BAL9611, TAN-

1813, flavopiridol, UCN-01, roscovitine, olomoucine, celecoxib, valecoxib, rofecoxib and alanosine.

Claim 47 (currently amended): A compound of Formula I:



or a pharmaceutically acceptable salt or prodrug thereof, wherein:

L is C=O or CHO;

Ar is optionally substituted and is aryl, heteroaryl, saturated carbocyclic, partially saturated carbocyclic, saturated heterocyclic, partially saturated heterocyclic, arylalkyl, or heteroarylalkyl;

R₁-R₈ are independently hydrogen, halo, haloalkyl, aryl, optionally substituted fused aryl, optionally substituted fused heteroaryl, carbocyclic, a heterocyclic group, a heteroaryl group, C₁₋₁₀-alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, amino, cyano, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido, alkylthiol, or alkylsulfonyl or alkylcarboxylate;

the dash line represents either a single bond or a double bond; and

~~Q is N or C, with the proviso that when Q is N and the dash line represents a double bond, then R₄ is either O or none;~~

~~and with the proviso that when R₂ is CN, L is C=O and Ar is phenyl, then at least one of the R₁ and R₃-R₈ is other than hydrogen.~~

Claim 48 (original): The compound of claim 47, wherein L is C=O.

Claim 49 (currently amended): The compound of claim 47, wherein ~~Q is C and~~ the dash line is a double bond.

Claim 50 (canceled).

Claim 51 (original): The compound of claim 47, wherein R₂ is CN.

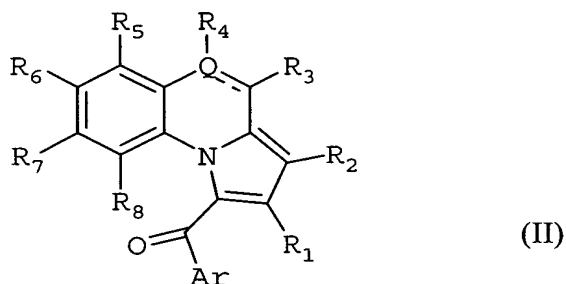
Claim 52 (original): The compound of claim 47, wherein Ar is phenyl, naphthyl, pyridyl, quinolyl, isoquinolyl, thienyl, furyl, pyrrolyl, indolyl, or cyclohexyl, each of which is optionally substituted.

Claim 53 (original): The compound of claim 52, wherein Ar is optionally substituted and is phenyl or pyridyl.

Claim 54 (currently amended): The compound of claim 47, wherein R₁-R₈ are independently hydrogen, halo, haloalkyl, aryl, optionally substituted fused heteroaryl,

carbocyclic, a heterocyclic group, a heteroaryl group, ~~C1-10 alkyl~~, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, ~~carbocyclealkyl~~ carbocycloalkyl, ~~heterocyclealkyl~~ heterocycloalkyl, hydroxyalkyl, nitro, amino, cyano, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido, alkylthiol, or alkylsulfonyl ~~or alkylcarboxylate~~.

Claim 55 (currently amended): The compound of Formula II:



or a pharmaceutically acceptable salt or prodrug thereof, wherein:

Ar is optionally substituted and is aryl, heteroaryl, saturated carbocyclic, partially saturated ~~carbocyclic~~ carbocyclic, saturated heterocyclic, partially saturated heterocyclic, arylalkyl, or heteroarylalkyl;

R₁-R₈ are independently hydrogen, halo, haloalkyl, aryl, optionally substituted fused aryl, optionally substituted fused heteroaryl, carbocyclic, a heterocyclic group, a heteroaryl group, ~~C1-10 alkyl~~, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, ~~carbocyclealkyl~~ carbocycloalkyl, ~~heterocyclealkyl~~ heterocycloalkyl, hydroxyalkyl, nitro, amino, cyano,

acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido, alkylthiol, or
alkylsulfonyl ~~or alkylcarboxylate~~;

the dash line represents either a single bond or a double bond; and

Q is N ~~or C, with the proviso that when Q is N and the dash line~~
~~represents a double bond, then R₄ is either O or none;~~ and with the proviso that when R₂
is CN and Ar is phenyl, then at least one of the R₁ and R₃-R₈ is other than hydrogen.

Claim 56 (currently amended): The compound of claim 55, wherein ~~Q is C and~~
the dash line is a double bond.

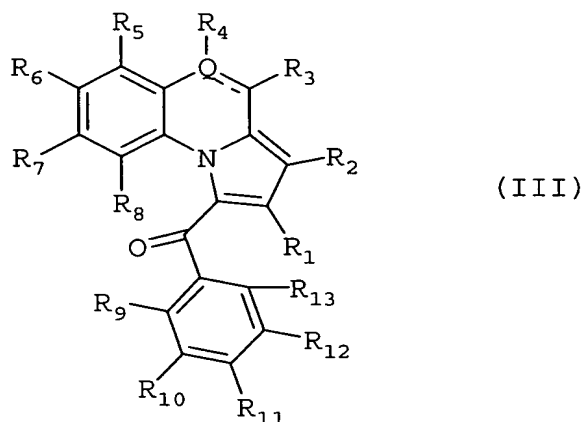
Claim 57 (canceled).

Claim 58 (original): The compound of claim 55, wherein R₂ is CN.

Claim 59 (original): The compound of claim 55, wherein Ar is phenyl, naphthyl,
pyridyl, quinolyl, isoquinolyl, thienyl, furyl, pyrrolyl, indolyl, or cyclohexyl, each of
which is optionally substituted.

Claim 60 (original): The compound of claim 59, wherein Ar is optionally
substituted and is phenyl or pyridyl.

Claim 61 (currently amended): A compound of Formula III:



or a pharmaceutically acceptable salt or prodrug thereof, wherein:

R₁-R₈ are independently hydrogen, halo, haloalkyl, aryl, optionally substituted fused aryl, optionally substituted fused heteroaryl, carbocyclic, a heterocyclic group, a heteroaryl group, C₁₋₁₀-alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, ~~carbocycloalkyl~~, ~~heterocycloalkyl~~, carbocycloalkyl, heterocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, amino, cyano, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido, alkylthiol, or alkylsulfonyl ~~or alkylcarboxylate~~;

R₉-R₁₃ are independently hydrogen, halo, C₁-C₆ haloalkyl, C₆-C₁₀ aryl, heteroaryl, C₄-C₇ cycloalkyl, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₆-C₁₀ aryl(C₁-C₆)alkyl, C₆-C₁₀ aryl(C₂-C₆)alkenyl, C₆-C₁₀ aryl(C₂-C₆)alkynyl, C₁-C₆ hydroxyalkyl, nitro, amino, ureido, cyano, C₁-C₆ acylamino, hydroxy, thiol, C₁-C₆ acyloxy, azido, C₁-C₆ alkoxy, carboxy, (C₁-C₆)alkylsulfonyl or (C₁-C₆)alkylcarboxylate;

the dash line represents either a single bond or a double bond; and

~~Q is N or C, with the proviso that when Q is N and the dash line represents a double bond, then R₄ is either O or none;~~

~~and with the proviso that when R₂ is CN, then at least one of the R₁ and R₃-R₁₃ is other than hydrogen.~~

Claim 62 (currently amended): The compound of claim 61, wherein ~~Q is C and~~ the dash line is a double bond.

Claim 63 (canceled).

Claim 64 (original): The compound of claim 61, wherein R₂ is CN.

Claim 65 (currently amended): The compound of claim 61, wherein R₁-R₈ are independently hydrogen, halo, haloalkyl, aryl, optionally substituted fused heteroaryl, carbocyclic, a heterocyclic group, a heteroaryl group, ~~C1-10 alkyl~~, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, ~~carbocyclealkyl carbocycloalkyl, heterocyclealkyl heterocycloalkyl~~, hydroxyalkyl, nitro, amino, cyano, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido, alkylthiol, or alkylsulfonyl ~~or alkylcarboxylate~~.

Claim 66-67 (canceled).

Claim 68 (currently amended): A compound selected from the group consisting of:

- 3-Cyano-1-(3-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoline;
- 1-(3-Bromo-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
- 3-Cyano-1-(4-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoline;
- 3-Cyano-1-(4-methyl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
- 1-(4-Chloro-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
- 3-Cyano-1-(4-fluoro-benzoyl)-pyrrolo[1,2-*a*]quinoline;
- 1-(4-Bromo-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
- 1-Benzoyl-3-cyano-7-methyl-pyrrolo[1,2-*a*]quinoline;
- 1-Benzoyl-3-cyano-5-methyl-pyrrolo[1,2-*a*]quinoline;
- 3-Cyano-1-(4-nitro-benzoyl)-pyrrolo[1,2-*a*]quinoline;
- 1-Benzoyl-3-cyano-6,7,8,9-tetrahydro-pyrrolo[1,2-*a*]quinoline;
- 3-Cyano-1-(pyridine-2-carbonyl)-pyrrolo[1,2-*a*]quinoline;
- 3-Cyano-1-(pyridine-3-carbonyl)-pyrrolo[1,2-*a*]quinoline;
- 3-Cyano-1-(4-pyrrolidin-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
- 3-Cyano-1-[hydroxy-(4-methoxyphenyl)-methyl]-pyrrolo[1,2-*a*]quinoline;
- 1-(4-Amino-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
- 3-Cyano-1-(4-imidazol-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
- 3-Cyano-1-cyclopropanecarbonyl-pyrrolo[1,2-*a*]quinoline;
- 3-Cyano-1-[4-(methyl carboxylate)benzoyl]-pyrrolo[1,2-*a*]quinoline;
- 3-Cyano-1-(4-diethylmino-benzoyl)-pyrrolo[1,2-*a*]quinoline;

3-Cyano-1-(4-methanesulfonyl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[hydroxy-(4-imidazol-1-yl-phenyl)-methyl]-
pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[imidazol-1-yl-(4-imidazol-1-yl-phenyl)-methyl]-pyrrolo[1,2-
a]quinoline;
3-Cyano-1-[4-(4-pyridin-2-yl-piperazin-1-yl)-benzoyl]-
pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(2-morpholin-4-yl-ethylamino)-benzoyl]-
pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-morpholin-4-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(4-methyl-piperazin-1-yl)-benzoyl]-
pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-3-cyano-8-methyl-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-6-chloro-3-cyano-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-4-bromo-3-cyano-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-7-chloro-3-cyano-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(morpholine-4-carbonyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-pyrazol-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-3-cyano-4-methyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-fluoro-benzoyl)-8-methyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-imidazol-1-yl-benzoyl)-8-methyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(hydroxy-phenyl-methyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[hydroxy-(4-fluorophenyl)-methyl]-pyrrolo[1,2-*a*]quinoline;

3-Cyano-1-(hydroxy-phenyl-methyl)-8-methyl-pyrrolo[1,2-*a*]quinoline;
6-Chloro-3-cyano-1-(hydroxy-phenyl-methyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[hydroxy-(4-pyrazol-1-yl-phenyl)-methyl]-
pyrrolo[1,2-*a*]quinoline;
6-Chloro-3-cyano-1-(4-fluoro-benzoyl)-pyrrolo[1,2-*a*]quinoline;
6-Chloro-3-cyano-1-(4-imidazol-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-piperazin-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(3-dimethylamino-propylamino)-benzoyl]-
pyrrolo[1,2-*a*]quinoline;
~~3-Cyano-1-(4-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoxaline;~~
~~3-Cyano-4,5-dihydro-1-(4-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoxaline;~~
3-Cyano-1-(3-hydroxy-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[3-(2-morpholin-4-yl-ethoxy)benzoyl]-pyrrolo[1,2-
a]quinoline;
3-Cyano-1-[3-(2-dimethylamino-ethoxy)benzoyl]-pyrrolo[1,2-
a]quinoline;
3-Cyano-1-[3-(carboxymethoxy)benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[3-(2-hydroxyethoxy)benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[2-(dimethylaminomethyl)benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(dimethylaminomethyl)benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(morpholin-4-ylmethyl)benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(4-methylpiperazin-1-ylmethyl)benzoyl]-pyrrolo[1,2-
a]quinoline;

3-Cyano-1-[4-(imidazol-1-ylmethyl)benzoyl]-pyrrolo[1,2-a]quinoline;
3-Cyano-1-(4-fluoro-benzoyl)-8-dimethylaminomethyl-pyrrolo[1,2-a]quinoline;
3-Cyano-1-(4-dimethylamino-benzoyl)-pyrrolo[1,2-a]quinoline;
1-Benzoyl-3-cyano-6-nitro-pyrrolo[1,2-a]quinoline;
1-Benzoyl-3-cyano-6-hydroxy-pyrrolo[1,2-a]quinoline;
1-Benzoyl-3-cyano-8-hydroxy-pyrrolo[1,2- α]quinoline;
1-Benzoyl-3-cyano-6-(2-morpholin-4-yl-ethoxy)-pyrrolo[1,2-a]quinoline;
1-Benzoyl-3-cyano-6-(2-dimethylamino-ethoxy)-pyrrolo[1,2-a]quinoline;
1-Benzoyl-3-cyano-8-(2-morpholin-4-yl-ethoxy)-pyrrolo[1,2-a]quinoline;
1-Benzoyl-3-cyano-8-(2-dimethylamino-ethoxy)-pyrrolo[1,2-a]quinoline;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid *N*-hydroxysuccinimidyl ester;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-hydroxy-ethyl)-amide;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-morpholin-4-yl-ethyl)-amide;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid hydroxy-amide;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-amino-ethyl)-amide;

1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (3-dimethylamino-propyl)-amide;

1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid {2-[2-(2-amino-ethoxy)-ethoxy]-ethyl}-amide;

1-(3-Methoxy-benzoyl)-3-(4-methyl-piperazine-1-carbonyl)-pyrrolo[1,2-a]quinoline;

1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-piperazin-1-yl-ethyl)-amide;

3-Cyano-1-(2-fluoro-benzoyl)-pyrrolo[1,2-a]quinoline;

3-Cyano-1-(2-methylbenzoyl)-pyrrolo[1,2-a]quinoline;

3-Cyano-1-(4-acetamido-3-nitro-benzoyl)-pyrrolo[1,2-a]quinoline;

~~3-Cyano-1-(4-fluoro-benzoyl)-pyrrolo[1,2-a]quinoxaline;~~

3-Cyano-1-(2-imidazol-1-yl-benzoyl)-pyrrolo[1,2-a]quinoline;

3-Cyano-1-(2-morpholine-1-yl-benzoyl)-pyrrolo[1,2-a]quinoline; and

3-Cyano-1-(4-carboxy-benzoyl)-pyrrolo[1,2-a]quinoline;

or a pharmaceutically acceptable salt or prodrug thereof.

Claim 69 (new): The method of claim 1, wherein said disorder is cancer.

Claim 70 (new): The method of claim 1, wherein said disorder is breast cancer.

Claim 71 (new): The method of claim 1, wherein said disorder is selected from the group consisting of colon cancer, lung cancer, lymphoma cancer and prostate cancer.